

Form PTO-1594

(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)

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### RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE  
U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Mother's Cake & Cookie Co.

- Individual(s)
- General Partnership
- Corporation-State
- Other \_\_\_\_\_ California
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached?  Yes  No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other \_\_\_\_\_
- Merger
- Change of Name

Execution Date: February 26, 2004

2. Name and address of receiving party(ies)

Name: The CIT Group/Business Credit, Inc. on its  
Internal own behalf and as collateral agent

Address: \_\_\_\_\_

Street Address: 1211 Avenue of the Americas

City: New York State: NY Zip: 10036

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation-State Delaware
- Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
(Designations must be a separate document from assignment)  
Additional name(s) & address(es) attached?  Yes  No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) \_\_\_\_\_  
see attached schedule

B. Trademark Registration No.(s) \_\_\_\_\_  
see attached schedule

Additional number(s) attached  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: David Postolski

Internal Address: Schulte Roth & Zabel LLP

Street Address: 919 Third Avenue

City: New York State: NY Zip: 10022

6. Total number of applications and registrations involved: 50

7. Total fee (37 CFR 3.41).....\$ 1265

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

50-0675 - Schulte Roth & Zabel

**DO NOT USE THIS SPACE**

9. Signature.

Barbara Bauer-Padron

Name of Person Signing



Signature

February 26, 2004

Date

Total number of pages including cover sheet, attachments, and document: 10

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patent & Trademarks, Box Assignments  
Washington, D.C. 20231

CH \$1265.00 500675 76411707

Schedule 1A

<u>Trademark</u>	<u>Company</u>	<u>Country</u>	<u>Application or Registration No.</u>	<u>Filing Date/ Registration Date</u>
ANIMAL PARADE	Mother's Cake & Cookie Co.	USA	75/407682 2235416	Registered: 03/23/99 Section 8&15: 3/23/2005 Renewal due: 3/23/2009
BAKERY WAGON	Mother's Cake & Cookie Co.	USA	73/160069 1121117	Registered: 06/26/79 Renewal due: 6/26/09
BAKERY WAGON AND DESIGN	Mother's Cake & Cookie Co.	USA	74/118541 1726011	Registered: 10/20/92 Renewal due: 10/20/2012
SINCE 1914 AND DESIGN	Mother's Cake & Cookie Co.	USA	74/418876 1840735	Registered: 06/21/94 Renewal due: 6/21/2004
CHOCOLATE CHIP ANGEL	Mother's Cake & Cookie Co.	USA	75/385337 2,195,959	Registered: 10/13/98 Section 8&15: 10/13/2004 Renewal due: 10/13/2008
CHOCOLATE CHIP PARADE	Mother's Cake & Cookie Co.	USA	75/385376 2,187,920	Registered: 09/08/98 Section 8&15: 9/8/2004 Renewal due: 9/8/2008
CIRCUS	Mother's Cake & Cookie Co.	USA	76/411707	Pending Filing Date: 05/24/2002
CIRCUS ANIMAL	Mother's Cake & Cookie Co.	USA	74/078932 1,718,443	Registered: 9/22/1992 Renewal due: 9/22/12

<u>Trademark</u>	<u>Company</u>	<u>Country</u>	<u>Application or Registration No.</u>	<u>Filing Date/ Registration Date</u>
CIRCUS ANIMALS	Mother's Cake & Cookie Co.	USA	75-459,849 2,601,389	Registered: 07/30/2002 Section 8 & 15: 07/30/08 Renewal due: 07/30/2012
THE ORIGINAL CIRCUS ANIMALS	Mother's Cake & Cookie Co.	USA	75/459646 2,601,388	Registered: July 30, 2002 Section 8 & 15: July 30, 2008 Renewal due: July 30, 2012
CIRCUS CRITTERS	Mother's Cake & Cookie Co.	USA	76/006558 2,646,513	Registered: Nov. 5, 2002 Section 8 & 15: Nov. 5, 2008 Renewal due: Nov. 5, 2012
CLASSIC	Mother's Cake & Cookie Co.	USA	73/160068 1,173,483	Registered: 10/13/81 Renewal due: 10/13/2011
COCADAS	Mother's Cake & Cookie Co.	USA	75/385339 2,187,919	Registered: 09/08/98 Section 8&15 filed: 2/8/2004 Renewal due: 9/8/2008
COOKIE PARADE	Mother's Cake & Cookie Co.	USA	75/380515 2,223,302	Registered: 02/09/99 Section 8&15 due: 2/9/2005 Renewal due: 2/9/2009
DINOSAUR GRRRAHAMS	Mother's Cake & Cookie Co.	USA	73/745194 1,581,783	Registered: 02/06/90 Renewal due: 2/6/2010
DIPPITY DELICIOUS	Mother's Cake & Cookie Co.	USA	75/380347 2,267,716	Registered: 08/03/99 Section 8&15 due: 8/3/2005 Renewal due: 8/3/2009

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<u>Trademark</u>	<u>Company</u>	<u>Country</u>	<u>Application or Registration No.</u>	<u>Filing Date/ Registration Date</u>
DOUBLE CHIPS!	Mother's Cake & Cookie Co.	USA	75/130748 2,129,509	Registered: 01/13/98 Section 8&15 due: 1/13/2004 Renewal due: 1/13/2008
ENGLISH TEA	Mother's Cake & Cookie Co.	USA	74/224782 1,727,924	Registered: 10/27/92 Renewal due: 10/27/2012
EUPHRATES	Mother's Cake & Cookie Co.	USA	72/019377 653,158	Registered: 10/15/57 Renewal due: 10/15/2007
FAWN FOODS & DESIGN	Fawn Foods Inc.	USA	73/661446 1544688	Registered: 06/20/89 Renewal due: 06/20/2009
FLAKY FLIX	Mother's Cake & Cookie Co.	USA	73-098057 1088261	Registered: 3/28/1978
FUDGE 'N CHIPS	Mother's Cake & Cookie Co.	USA	72/448408 982,380	Registered: 04/16/74 Renewal due: 4/16/2004
GAUCHOS	Mother's Cake & Cookie Co.	USA	72/203330 793,026	Registered: 07/20/65 Renewal due: 7/20/2005
JAM-BAR-EE	Mother's Cake & Cookie Co.	USA	72/193196 789,770	Registered: 05/18/65 Renewal due: 5/18/2005
JUST LIKE HOME MADE! AND DESIGN	Mother's Cake & Cookie Co.	USA	75-846,398 2,577,137	Registered: 06/11/2002 Section 8 & 15: 06/11/2008 Renewal due: 06/11/2012

<u>Trademark</u>	<u>Company</u>	<u>Country</u>	<u>Application or Registration No.</u>	<u>Filing Date/ Registration Date</u>
LEMON HEAVEN	Mother's Cake & Cookie Co.	USA	75/380327 2,298,738	Registered: 12/07/99 Section 8&15 due: 12/7/2005 Renewal due: 12/7/2009
MILK LUNCH	Mother's Cake & Cookie Co.	USA	74/137671 1,668,707	Registered: 12/17/91 Renewal due: 12/17/2011
MOTHER'S COOKIES SINCE 1914 AND DESIGN	Mother's Cake & Cookie Co.	USA	75-572,874	Pending Filed: Oct. 19, 1998 Published: July 10, 2001
MOTHER'S COOKIES CALIFORNIA ORIGINAL SINCE 1914 AND DESIGN	Mother's Cake & Cookie Co.	USA	76/387,432	Pending Filed: Mar. 26, 2002
MOTHER'S AND DESIGN	Mother's Cake & Cookie Co.	USA	72/300880 862,100	Registered: 12/17/68 Renewal due: 12/17/2008
MOTHER'S AND DESIGN	Mother's Cake & Cookie Co.	USA	72/300879 862,099	Registered: 12/17/68 Renewal due: 12/17/2008
MOTHER'S BAKERY WAGON COOKIES AND DESIGN	Mother's Cake & Cookie Co.	USA	73/177922 1,212,613	Registered: 10/12/82 Renewal due: 10/12/2012
MOTHER'S (Stylized Letters)	Mother's Cake & Cookie Co.	USA	71-555287 577159	Registered: 07/14/53
MOTHER'S ICED LEMONADE	Mother's Cake & Cookie Co.	USA	78-221158	Pending: Filing Date: 03/04/03
MRS. WHEATLEY'S	Mother's Cake & Cookie Co.	USA	73/345898 1,283,873	Registered: 06/26/84 Renewal due: 6/26/2004

<u>Trademark</u>	<u>Company</u>	<u>Country</u>	<u>Application or Registration No.</u>	<u>Filing Date/ Registration Date</u>
OLD MISSION (Stylized Letters)	Mother's Cake & Cookie Co.	USA	71/264185 252,933	Registered: 02/19/29 Renewal due: 2/19/2009
POTATO SNAPS	Mother's Cake & Cookie Co.	USA	74-736172 2073173	Registered: 06/24/97
RANGER	Mother's Cake & Cookie Co.	USA	72/237242 825,874	Registered: 03/14/67 Renewal due: 3/14/2007
RENDEZVOUS	Mother's Cake & Cookie Co.	USA	72/243568 832,623	Registered: 07/25/67 Renewal due: 7/25/2007
SORRENTO	Mother's Cake & Cookie Co.	USA	72/237243 825,875	Registered:03/ 14/67 Renewal due: 3/14/2007
TAFFY	Mother's Cake & Cookie Co.	USA	75/385336 2,187,918	Registered: 09/08/98 Section 8&15 filed: 2/8/2004 Renewal due: 9/8/2008
THE BEST LITTLE COOKIE COMPANY	Mother's Cake & Cookie Co.	USA	75-447,239 2,441,274	Registered: 04/03/2001 Renewal due: 04/03/2011
THE COOKIES IN THE PASSIONATE PURPLE PACKAGE	Mother's Cake & Cookie Co.	USA	72/257720 847,422	Registered: 04/09/68 Renewal due: 4/9/2008
THE ORIGINAL CIRCUS ANIMAL COOKIES	Mother's Cake & Cookie Co.	USA	75/459942 2,293,597	Registered: 11/16/99 Section 8&15 due: 11/16/2005 Renewal due: 11/16/2009

<u>Trademark</u>	<u>Company</u>	<u>Country</u>	<u>Application or Registration No.</u>	<u>Filing Date/ Registration Date</u>
THE ORIGINAL CIRCUS ANIMALS	Mother's Cake & Cookie Co.	USA	75-459,646 2,601,388	Registered: 07/30/2002 Section *&15 due: 07/30/2008 Renewal due: 07/30/2012
THEY'RE FLAV- O-RIFIC	Mother's Cake & Cookie Co.	USA	75/380454 2,290,497	Registered: 11/2/1999 Section 8&15 due: 11/2/2005 Renewal due: 11/2/2009
TREASURE ISLAND	Mother's Cake & Cookie Co.	USA	72-173481 766037	Registered: 03/03/64
TWO PLUS TWO	Mother's Cake & Cookie Co.	USA	72/260758 839,245	Registered: 11/21/67 Renewal due: 11/21/2007
WALLOPS!	Mother's Cake & Cookie Co.	USA	75/503502 2,404,622	Registered: 11/14/2000 Section 8&15 due: 11/14/2006 Renewal due: 11/14/2010
WHITE ANGEL	Mother's Cake & Cookie Co.	USA	72/237241 825,873	Registered: 03/14/67 Renewal due: 3/14/2007

**EXECUTION COPY****SECURITY INTEREST GRANT****TRADEMARKS**

WHEREAS, Mother's Cake & Cookie Co. (the "Grantor") owns the Trademarks listed on the annexed Schedule 1A, together with the registrations and applications therefor in the United States Patent and Trademark Office (the "Collateral Trademarks");

WHEREAS, the Grantor has entered into a Security Agreement, dated February 26, 2004 (as amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement"; capitalized terms not otherwise defined herein shall have the meaning given to them in the Security Agreement), in favor of The CIT Group/Business Credit, Inc., as collateral agent for the Lenders (in such capacity, together with any successors and assigns, the "Collateral Agent");

WHEREAS, pursuant to the Security Agreement, the Grantor granted to the Collateral Agent for the benefit of the Lenders a continuing security interest in all right, title and interest of the Grantor in, to and under the Collateral Trademarks, together with, among other things, the good-will of the business symbolized by the Collateral Trademarks, and all Proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement or other violation thereof and any and all damages arising from past, present and future infringements or other violations thereof (the "Collateral"), as collateral security for all of the Obligations;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Grantor does hereby pledge and grant to the Collateral Agent for the benefit of the Collateral Agent and the Lenders a continuing security interest in the Collateral as collateral security for all of the Obligations.

The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Collateral Agent with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated herein by reference as if fully set forth herein.

[signature page follows]



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IN WITNESS WHEREOF, the Grantor has caused this Security Interest Grant to be duly executed by its officer thereunto duly authorized as of February 26, 2004.

MOTHER'S CAKE & COOKIE CO.

By: Mario Riccio  
Name:  
Title:

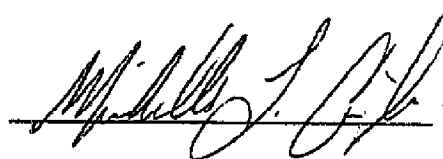
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STATE OF Michigan  
COUNTY OF Cathon SS.:

On this 25<sup>th</sup> day of February, 2004, before me personally came Mario Piemma, to me known to be the person who executed the foregoing instrument, and who, being duly sworn by me, did depose and say that s/he is the Vice Pres. Finance of Mother's Cake & Cookie Co., a California corporation, and that s/he executed the foregoing instrument in the firm name of Mother's Cake & Cookie Co., and that s/he had authority to sign the same, and s/he acknowledged to me that he executed the same as the act and deed of said firm for the uses and purposes therein mentioned.



MICHELLE L. CONSIGLIO  
NOTARY PUBLIC - MICHIGAN  
EATON COUNTY  
ACTING IN Cathon  
MY COMMISSION EXPIRES 02/28/2008

